

BYLAWS OF

(Freedom Center of Ada)
A Nonprofit corporation

INTRODUCTION

Foremost in the operation of this Corporation and its Bylaws is the Word of God as taught in Old and New Testaments of the Holy Bible. All provisions herein are declared to be subject to the Word of God which is to every possible extent incorporated herein by reference as a whole and unless otherwise stated to be found in the King James Version or New American Standard Version or other version of the Holy Bible generally accepted among Bible-believing congregations, churches or fellowships throughout this nation or the reading together of these versions to produce an understanding of the Truth of the sayings of God to men as found in the Holy Bible.

ARTICLE I
OFFICES

Section 1. The registered office of the Corporation shall be located at: 105 East 14th in Ada, Oklahoma.

Section 2. The Corporation may also have offices at such other places both within and without the state of incorporation as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
DIRECTORS (OVERSEERS) EXECUTIVE BOARD

Section 1. The Directors hereinafter named and wherever the word "Director" shall appear in any corporate document, shall be taken to refer to and mean the word "overseer". The Directors (overseers) shall constitute the Executive Board. The initial Directors (overseers) shall be the following persons:

Rev. Jesse L. Rodgers, Pastor, President,
Chairman of the Board of Directors

and such other persons as may be determined from time to time by appointment of the President (Pastor) - Chairman of the Board of Directors as hereinafter described.

The three Associate Directors with the initial Director shall be the following persons:

Rev. Roger Whetstone
District Overseer, State of Oklahoma
Church of God of Prophecy
Senior Pastor, Lexington Road Church, Sapulpa

Rev. Dr. Jerry Mash, A.A.L.(attorney at law)
Vice President, CMG (Christian Media Group)
Senior Pastor, Church at the North Gate
6705 North I-35, West Frontage
Edmond, OK 73034

Rev. Dr. Jay Swallow, Assoc. Vice-President
Senior Pastor Gospel Tabernacle
Geary, OK

Section 2. The Executive Board shall be responsible for oversight of the Corporate Board in an advisory capacity for the establishment of church polity, ministry to the Church Eldership and the general well being of the congregation. The number of Directors who shall constitute the Executive Board shall not be less than one.

Section 3. Vacancies and newly created Directorships (Overseers) shall be filled by appointment of the Chairman of the existing members of the Board of Directors and each person so appointed shall be a Director until his successor is appointed in like manner.

ELDERS (CORPORATE BOARD)

Section 1. The Elders hereinafter named and wherever the word "Elder" shall appear in any corporate document, shall be taken to refer to and mean the word "elder" as defined in Chapter One of the Epistle to Titus in the New Covenant of the Holy Bible. The Elders shall constitute the Corporate Board.

Section 2. The Corporate Board shall be responsible for the business of the corporation and spiritual oversight of the body (church congregation). The number of Elders which shall constitute the Corporate Board shall not be less than one and shall be as many as deemed necessary by the President, Chairman of the board of Directors.

Section 3. The business of the Corporation shall be managed by its Corporate Board under the final authority of the President (Pastor) - Chairman of the Board of Directors as to all decisions as set forth below in these Bylaws. Otherwise stated, no decision shall become a corporate act without approval from the President (Pastor) - Chairman of the Board of Directors.

Section 4. Vacancies and newly created Eldership posts shall be filled by appointment of the Chairman of the existing members of the Board of Directors and each person so appointed shall be a Director until his successor is appointed in like manner. The corporate board shall not be less than one.

MEETINGS OF THE CORPORATE BOARD

Section 4. The Corporate Board may hold meetings, both regular and special, either within or without the state of incorporation.

Section 5. Regular meetings of the Corporate Board may be held without prior notice at such time and at such place as shall from time to time be determined by resolution of the President (Pastor) - Chairman of the Board.

Section 6. Special meetings of the Corporate Board shall be called by the President (Pastor)

- Chairman of the Board without necessity of any prescribed notice period.

Section 7. At all meetings of the Board at least two of the Directors in office shall be necessary to constitute a quorum for the transaction of business (if there are two corporate Board Members at the time), and the acts of a majority of the Corporate Board members present at a meeting at which a quorum is present (if there are two corporate board members at the time) when approved by the President (Pastor) - Chairman of the Board shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws. One or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. If a quorum shall not be present at any meeting of Corporate elders, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. If there is presently only one corporate elder at the time, quorum is not necessary for the transaction of business for the corporation. No meeting of the Board of Directors shall take place without the Chairman of the Board of Directors present.

Section 8. If the President (Pastor) - Chairman of the Board of Directors shall take any action which is intended as a corporate act, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors as long as consultation by a quorum of the directors has taken place at a called meeting. If there is only one corporate elder at the time, the decisions and resolutions of the one elder shall be considered a corporate act. However, no corporate act shall take place or be authorized without the approval of the Chairman of the Board of Directors.

COMPENSATION OF DIRECTORS

Section 9. Directors as such shall not receive any stated salary for their services but, by resolution of the Board, a fixed sum, and expenses of attendance if any, may be allowed for attendance at each regular meeting or special meeting of the Board or at meetings of the Executive Committee; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

REMOVAL OF DIRECTORS OR ELDERS

Section 10. Any individual Elder or Director may be removed from office by the President (Pastor) - Chairman of the Board. In case one or more Directors be so removed, new Directors may be appointed at the same meeting or as the President (Pastor) - Chairman of the Board deems appropriate. In the event that at any one time the present board of elders together with the board of directors present the president a written letter accompanied with written testimony of witnesses of moral failure, financial impropriety, physical inability, or doctrinal error, such signed letter in and of itself will constitute the removal of the president/pastor and the present board of directors may at such time appoint a replacement of the pastor/president by a unanimous consensus.

ARTICLE III NOTICES

Section 1. Notices to Directors shall be in writing and delivered personally or mailed to the Directors at their addresses appearing on the books of the Corporation. Notice by mail shall be

deemed to be given at the time when the same shall be mailed. Notice may also be given by telegram or telephone personally.

ARTICLE IV OFFICERS

Section 1. The officers of the Corporation shall be a President (Pastor), Vice President(s), a Secretary and a Treasurer. The President (Pastor) - Chairman of the Board may also choose additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any of the aforesaid offices may be held by the same person.

Section 2. The President (Pastor) - Chairman of the Board of Directors may appoint such other officers and agents as he shall deem necessary who shall hold their offices for such duties as shall be determined from time to time by the President (Pastor) - Chairman of the Board of Directors.

Section 3. The salaries, if any, of all officers and agents of the Corporation shall be fixed by the President (Pastor) - Chairman of the Board of Directors after consultation with a quorum of directors.

Section 4. The officers of the Corporation shall hold office until their successors are appointed by the President (Pastor) - Chairman of the Board of Directors. Any officer elected or appointed by the Chairman of the Board of Directors may be removed at any time by the President (Pastor) - Chairman of the Board of Directors. However, the President (Pastor) - Chairman of the Board may not be removed except by voluntary resignation or for gross error defined as severe deviation from the teachings of the Bible (Old and New Testaments read together as a whole) which would tend to spiritually endanger and lead the members of the fellowship away from the Lord, the God of the Bible.

PRESIDENT (PASTOR)

Section 5. The President (Pastor) shall be the Chief Executive Officer of the Corporation, having general and active management power of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The word "President" wherever used in any corporate document of this Corporation shall be taken to be and mean the word "Pastor" of the Church. As Pastor, the President shall officiate all commonly known duties limited to leading the congregants of the Church in regular prayer and worship services, meetings and Bible studies.

Section 6. The President (Pastor) shall at all times simultaneously occupy the office of the Chairman of the Board of Directors. The President (Pastor) shall execute any necessary documents and instruments on behalf of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The original President (Pastor) shall be the original Director. Thereafter, the succeeding President (Pastor) - Chairman of the Board of Directors shall be appointed as more particularly described in Article Four, Section 7, below.

CHAIRMAN OF THE BOARD

Section 7. The Chairman of the Board of Directors shall preside at all meetings of the

Board of Directors and shall perform such other duties and have such other powers as the Chairman of the Board may from time to time prescribe. The office of the Chairman of the Board shall at all times be held by the same single person as the President (Pastor). Any successor to the President (Pastor) - Chairman of the Board shall only come into existence at the appointment of the existing President (Pastor) - Chairman of the Board who may appoint his successor to take office in accordance with the written instructions of the then existing President (Pastor) - Chairman of the Board. In the event that the existing President (Pastor) - Chairman of the Board should become unable for any reason to continue in the office of the Chairman of the Board and be unable to appoint a successor President (Pastor) - Chairman of the Board, whether during his lifetime or by his Last Will and Testament, then and in that event a successor President (Pastor) - Chairman of the Board of Directors shall be elected by a majority of the remaining Directors where at least three (3) days advance written notice of such meeting is delivered to each Director, such notice containing the time, place and date and purpose of the meeting to be the election of a successor President (Pastor) - Chairman of the Board of Directors.

ASSISTANT PASTOR

Section 8. The Assistant Pastor as appointed by the President (Pastor) - chairman of the Board, shall in the absence or disability of the President (Pastor) - Chairman of the Board, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Chairman of the Board of Directors may from time to time prescribe.

VICE PRESIDENT

Section 9. Vice President(s) shall assist the President (Pastor) - Chairman of the Board or the Assistant Pastor, as the case may be, in any and all duties deemed necessary and appropriate by the President. The duties of the Vice President(s) shall be known as and be taken to be such as the term "Deacon" as described in the New Covenant of the Holy Bible.

SECRETARY AND ASSISTANT SECRETARIES

Section 10. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the Executive Committee when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors - President (Pastor) under whose supervision he shall be.

Section 11. The Assistant Secretary or, if there be more than one, the Assistant Secretaries, in the order determined by the Chairman of the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and shall have such other powers as the Chairman of the Board of Directors may from time to time prescribe.

TREASURER AND ASSISTANT TREASURERS

Section 12. The Treasurer shall have the custody of the corporate funds and securities donated to the Corporation and shall keep full and accurate accounts of receipts and disbursements

in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Chairman of the Board of Directors.

Section 13. He shall disburse the funds of the Corporation as may be ordered by the Chairman of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President (Pastor) - Chairman of the Board, at its regular meetings, or when the Chairman of the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 14. If required by the Chairman of the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Chairman of the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 15. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers, in the order determined by the Chairman of the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Chairman of the Board of Directors may from time to time prescribe.

ARTICLE V

INDEMNIFICATION (compensation for loss) AND INSURANCE

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 1. The Corporation shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Corporation shall advance funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation, joint venture, trust or other enterprise against expense (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation. No such indemnification against expenses shall be made, however, in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable

for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court having jurisdiction in the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Section 3. Indemnification under Sections 1 and 2 of this Article shall be made by the Corporation when ordered by a court or upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in those sections. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (2) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

Section 5. The indemnification provided in this Article shall continue as to a person who has ceased to be a Director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Nothing herein contained shall be construed as limiting the power or obligation of the Corporation to indemnify any person in accordance with the nonprofit corporation law, as amended from time to time, or any similar law adopted by the state of incorporation.

Section 7. The Corporation shall also indemnify any person against expenses, including attorneys fees, actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the nonprofit corporation law, as amended from time to time, or any similar law adopted by the state of incorporation.

Section 8. Any person who shall serve as a Director, officer, employee or agent of the Corporation or who shall serve at the request of the Corporation, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, and the nonprofit corporation law, as amended from time to time, or any similar law adopted by the state of incorporation.

INSURANCE

Section 9. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE VI

INDEMNIFICATION OF FINANCE COMMITTEE MEMBERS AND CHURCH TREASURER

The Church shall indemnify any voluntary member of its Finance Committee, and its Treasurer, or any person who may have served at its request as a member of the Finance Committee, against and for any expense, fine, penalty, tax liability or similar item or cost, or the expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Finance Committee member or Treasurer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. "Negligence or misconduct in the performance of duty" shall not include mistakes in calculation, mistakes in filings or mistakes in connection with the processing or preparation of the Church's payroll, accounting or books and records unless any such mistake constitutes or otherwise is attributable to the gross neglect of such person in the performance of such person's duty as a member of the Church's Finance committee or as the Church's Treasurer.

The Church may also reimburse to any such member of the Church's Finance committee, or the Church Treasurer the reasonable costs of settlement of any such action, suit or proceeding, including administrative proceedings involving the Church, brought by any government agency, if it shall be found by a majority of a committee composed of directors not involved in the matter in controversy (whether or not a quorum) that it is in the best interest of the Church that such settlement be made and that such Finance Committee member, or Treasurer, was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Finance Committee member or Treasurer may be entitled under any bylaw, agreement or otherwise.

ARTICLE VII GENERAL PROVISIONS INTERESTED DIRECTORS

Section 1. No contract or transaction between the Corporation and one or more of its Directors and officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are also Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present as or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Chairman of the Board in good faith authorizes the contract or transaction; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Chairman of the Board of Directors.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction in the preceding section.

CHECKS

Section 3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Chairman of the Board of Directors may from time to time designate.

FISCAL YEAR

Section 4. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ANNUAL REPORT

Section 5. (a) The President and Treasurer shall present annually to the Directors a report, showing in appropriate detail the following:

- (i) The assets and liabilities, including trust funds of the Corporation as of the end of the immediately preceding fiscal year.
- (ii) The principal changes in assets and liabilities including trust funds during the immediately preceding year.
- (iii) The revenue or receipts of the Corporation for the immediately preceding year, including separate data for each trust fund held by or for the Corporation.
- (iv) The expenses or disbursements for the immediately preceding year, including separate data for each trust fund held by or for the Directors.

(b) The annual report shall be filed with the minutes of the annual meeting of the Directors.

ARTICLE VIII DISSOLUTION

Section 1. Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

Section 2. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of

which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

ARTICLE IX AMENDMENTS

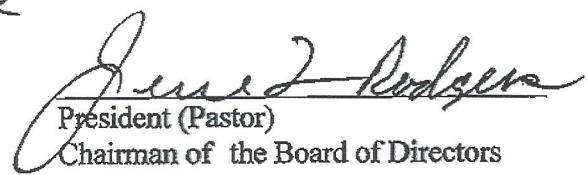
Section 1. These Bylaws may be altered, added to, amended or repealed by a consensus of the present corporate elders or by the present pastor/president in the event there is only one corporate elder at the time , but in no event without the approval of the Chairman of the Board of Directors.

ARTICLE IX MEMBERS

Section 1. This Corporation, as a non-member Corporation, shall have no members. All voting rights reside in the Board of Directors and wherever the term "Member" is used in the state's nonprofit corporation act for the purposes of this Corporation, such term shall be taken to refer to Directors as if such term was replaced by the term "Directors."

Section 2. The mere regular attendance and regular contribution to the Corporation shall in no way entitle any person to membership in the Church.

Dated: April 1, 2002


President (Pastor)
Chairman of the Board of Directors

President, Rev. Jesse L. Rodgers
Rt. 2 Box 108 A Stonewall, OK.